

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

FIELDWOOD ENERGY LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

**DECLARATION OF
TERESA CALDERON IN SUPPORT OF
ECOPETROL AMERICA LLC'S OBJECTION TO
(I) FOURTH AMENDED JOINT CHAPTER 11 PLAN OF FIELDWOOD
ENERGY LLC AND ITS AFFILIATED DEBTORS, AND (II) NOTICE
TO CONTRACT PARTIES TO EXECUTORY CONTRACTS AND UNEXPIRED
LEASES OF THE SCHEDULE OF ASSUMED CONTRACTS AND CURE AMOUNTS**

I, Teresa Calderon, hereby declare under penalty of perjury and pursuant to 28 U.S.C. § 1746 that the following is true and correct to the best of my knowledge and belief:

1. I am the Controller at Ecopetrol America LLC's ("Ecopetrol"), one of the largest upstream exploration and production petroleum companies in the world. Ecopetrol is a subsidiary of Ecopetrol USA Inc., and its ultimate parent company is Ecopetrol S.A., the national oil company of the Republic of Colombia. Ecopetrol is responsible for the exploration and production of hydrocarbons in the (a) Offshore Gulf Coast of the United States, and (b) Gulf of Mexico. Occasionally, Ecopetrol contracts with operators, such as Fieldwood, to accomplish its business group's exploration and production goals. At the time of filing this declaration, Ecopetrol does not operate, but holds working

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors' primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

interests in three producing assets and has one well in the development phase. Ecopetrol's office is located at 2800 Post Oak Boulevard, Suite 4500, Houston, Texas 77056.

2. I am authorized to submit this declaration on behalf of Ecopetrol in support of *Ecopetrol America LLC's Objection to (I) Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors, and (II) Notice to Contract Parties to Executory Contracts and Unexpired Leases of the Schedule of Assumed Contracts and Cure Amounts* (the "Objection").² In particular, I submit this declaration in support of the Objection's facts concerning (a) the UOA, (b) the Ecopetrol Funds transferred to the Joint Account in response to Joint Interest Billings received from Fieldwood, and (c) the current status of the Leases and Contract Area and what may happen if the Debtors do not assume and assign the UOA to the Credit Bid Purchaser on the Plan effective date.

3. Except as otherwise indicated, all statements set forth in this declaration are based on (a) my personal knowledge, (b) my review of relevant documents, (c) information provided to me by Ecopetrol employees working under my supervision, (d) information provided to me by, or discussions with, Ecopetrol's other advisors, and/or (e) my opinion based upon my experience. If called to testify, I could and would testify to the facts and the opinions set forth herein.

Qualifications

4. I personally have over twenty years of financial and accounting experience. Prior to joining Ecopetrol in September 2017 as the Assistant Controller, and becoming Ecopetrol's Controller in June 2019, I held positions at four different companies. From November 2000 to March 2004, I worked as a Senior Auditor for PricewaterhouseCoopers. Then from April 2004 to February 2010, I was a Controller for the Peru, Bolivia, and Colombia branches at Petroleum

² Capitalized terms used but not otherwise defined herein have the meanings set forth in the Objection.

Geo-Services. My last employer before being hired by Ecopetrol was with Geokinetics Inc. (and Geokinetics Exploration) from February 2010 to August 2017. At Geokinetics I was initially a controller at the Peru, Ecuador, and Colombia branches, was then promoted in September 2013 as an International Accounting Manager to assist in global financial matters, and thereafter was appointed as the Accounting Manager Sr. in June 2016 to be responsible for intercompany worldwide transactions and financial management. With respect to my formal education, I became a certified public accountant at the Private University of Santa Cruz (Bolivia) in 2000, earned a finance auditor degree from Univ Privada Santa Cruz in 2001, and earned a Postgraduate in Petroleum Companies Administration and a Masters in Finance and Audit from EDAE Madrid in 2002 and 2003, respectively.

5. I am not being compensated specifically for this testimony other than through the payments that I am paid as an Ecopetrol employee.

The UOA

6. Beginning in January 2013, Ecopetrol entered into the UOA with, among other parties, Fieldwood³ concerning operating the Contract Area Leases. Fieldwood agreed to serve as the operator under the UOA, and both Ecopetrol and Fieldwood hold Working Interests in the Leases (in accordance with the UOA). A copy of the UOA, which the Debtors previously attached as Exhibit A to the Debtors' Emergency Motion, is attached hereto as Exhibit A.⁴

The Joint Account

7. As discussed in the Objection, the purpose of the Joint Account is for Fieldwood, as the operator, to pay third-parties to maintain, operate, and service the projects being undertaken

³ Ecopetrol initially contracted with Noble Energy, Inc. to be the operator of the Contract Area Leases, and Fieldwood is a successor-in-interest to Noble Energy, Inc. as of 2018.

⁴ The version attached hereto is exclusive of attachments, memoranda, related agreements, and the Related Contracts, which are available on request.

pursuant to the UOA. Ecopetrol has certain obligations to help fund the Joint Account – specifically, under Section 6.1 of the UOA, Ecopetrol would transfer Ecopetrol Funds on account of certain Joint Interest Billings Ecopetrol received from Fieldwood.

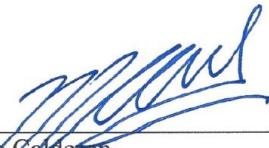
8. As of the date of this declaration being filed, Ecopetrol paid all prepetition and postpetition Joint Interest Billings it received from Fieldwood. The total amount of Ecopetrol Funds transferred to the Joint Account pursuant to the Joint Interest Billings Ecopetrol received from Fieldwood consist of approximately \$19,931,179, of which \$18,915,624.74 was paid prepetition and \$1,015,554.26 was paid postpetition. A copy of a summary table documenting Ecopetrol's Joint Interest Billing records and cash call payments to the Joint Account from June 2019 to March 2021 is attached hereto as **Exhibit B**.⁵ At no time has Ecopetrol refuted or failed to pay a Joint Interest Billing from Fieldwood since Ecopetrol began receiving Joint Interest Billings from Fieldwood in July 2018 (before July 2018 Ecopetrol paid Noble Energy as the operator of the Leases).

Harm That Would Result if UOA, Leases, and/or Wells Are Delayed Assets

9. Pursuant to Article 2.3 of the Credit Bid Purchase Agreement, classifying the UOA, Leases, and/or associated wells as Delayed Assets and therefore ceasing operations for up to one year at the Contract Area is not financially feasible. A production delay of this length at the Contract Area would be operationally irresponsible and cause economic harm to all UOA counterparties, including Ecopetrol. Indeed, Ecopetrol has little to no incentive to continue paying Joint Interest Billings with these significant economic issues plaguing the projects and Ecopetrol.

⁵ The invoices associated with the attached summary table have not been submitted with this declaration because of privilege and confidentiality concerns. However, upon request from the Court or the Debtors, Ecopetrol will provide a copy of the referenced Joint Interest Billings and related correspondences and documentation.

Dated: June 2, 2021



Teresa Calderon
Controller
Ecopetrol America LLC